

TORONTO STOCK EXCHANGE

DEC 22 1961

FILING STATEMENT No. 654.
FILED, NOVEMBER 23rd, 1961.

GENEX MINES LIMITED

Full corporate name of Company

Incorporated under The Companies Act (Ont.) by Letters Patent dated Mar.10,1949.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
Filing Statement No. 484.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Underwriting and Option on treasury shares (See Item 6) Acquisition of 9 unpatented mining claims in Dufresnoy Township, Province of Quebec (See Item 20)												
2. Head office address and any other office address.	Room 906, 357 Bay Street, Toronto 1, Ontario.												
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<table> <tr> <td>President/Director</td><td>W.J. Lawson, Maple, Ontario, Broker.</td></tr> <tr> <td>Vice-President/Director</td><td>C.H. Walker, Q.C., 10 Dale Avenue, Toronto 5, Ontario, Solicitor.</td></tr> <tr> <td>Secretary-Treasurer</td><td>R.L. McDonell, Room 906, 357 Bay Street, Toronto, Ontario. Accountant.</td></tr> <tr> <td>Director</td><td>A.H. Blackburn, 23 Latham Avenue, Toronto, Ontario, Retired.</td></tr> <tr> <td>Director</td><td>E.D. Hinch, 2, Milepost Place, Toronto 17, Ontario. Office Manager.</td></tr> <tr> <td>Director</td><td>Dr. Smirle Lawson, 189 St. George Street, Toronto, Ontario. Chief Coroner.</td></tr> </table>	President/Director	W.J. Lawson, Maple, Ontario, Broker.	Vice-President/Director	C.H. Walker, Q.C., 10 Dale Avenue, Toronto 5, Ontario, Solicitor.	Secretary-Treasurer	R.L. McDonell, Room 906, 357 Bay Street, Toronto, Ontario. Accountant.	Director	A.H. Blackburn, 23 Latham Avenue, Toronto, Ontario, Retired.	Director	E.D. Hinch, 2, Milepost Place, Toronto 17, Ontario. Office Manager.	Director	Dr. Smirle Lawson, 189 St. George Street, Toronto, Ontario. Chief Coroner.
President/Director	W.J. Lawson, Maple, Ontario, Broker.												
Vice-President/Director	C.H. Walker, Q.C., 10 Dale Avenue, Toronto 5, Ontario, Solicitor.												
Secretary-Treasurer	R.L. McDonell, Room 906, 357 Bay Street, Toronto, Ontario. Accountant.												
Director	A.H. Blackburn, 23 Latham Avenue, Toronto, Ontario, Retired.												
Director	E.D. Hinch, 2, Milepost Place, Toronto 17, Ontario. Office Manager.												
Director	Dr. Smirle Lawson, 189 St. George Street, Toronto, Ontario. Chief Coroner.												
4. Share capitalization showing authorized and issued and outstanding capital.	6,000,000 shares with a par value of \$1.00 each, of which 1,962,001 shares are issued and outstanding as fully paid and non-assessable.												
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil												
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>By an Agreement dated 17th November, 1961, subject to the approval of the Toronto Stock Exchange R.H. Scarlett & Co. Limited, 11 Adelaide Street West, Toronto, on behalf of Vaughan Securities Limited agreed to purchase 200,000 shares at 15¢ per share payable forthwith upon approval of the Toronto Stock Exchange, and was granted options to purchase as follows:</p> <p>All or part of 200,000 shares at 15¢ per share within 3 months from the effective date</p> <p>All or any part of 200,000 shares at 20¢ per share within 6 months from the effective date</p> <p>All or any part of 200,000 shares at 25¢ per share within 9 months from the effective date</p> <p>All or any part of 200,000 shares at 30¢ per share within 12 months from the effective date.</p>												
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Vaughan Securities Limited, Box 700, Thornhill, Ontario. W.J. Lawson, R.R. # 2, Maple, Ontario, is the owner of 60% of the issued shares and E.D. Hinch, 2, Milepost Place, Toronto 17, Ontario, is the owner of 40% of the issued capital												
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	No												
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The monies realized from the firm commitment referred to in paragraph 6 will be used to pay up outstanding liabilities totalling \$15,714.78 as shown on the Balance Sheet to carry out the recommendations of the Engineer, which recommendations will initially cost \$7,500 for a review on data and detailed ground geophysical coverage and contingent on the results possible diamond drilling and the balance in maintaining the Company's properties in good standing. If the Options are exercised it is the Company's intention to expend the funds realized on further exploration and development of its properties.												

FINANCIAL STATEMENTS

GENEX MINES LIMITED

Balance Sheet

October 31, 1961

ASSETS

Prepaid expenses		\$ 81.00
# Shares in associated company - at cost, less proceeds of sale #(Market value - \$48,400.00)		28,442.60
Mining Properties, at cost: Geneva Lake (Hess Township)	\$ 170,404.03	
Dufresnoy Township	<u>10,000.00</u>	180,404.03
Buildings and equipment (Geneva Lake property) at cost, less disposals and write-offs		259,640.93
Exploration, development and administration expenses as per statement attached		<u>329,304.56</u>
		<u>\$797,873.12</u>

LIABILITIES

Advance by shareholder	\$ 10,000.00	
Bank Overdraft	899.33	
Accounts Payable and accrued charges	2,015.45	
Advance by associated company	<u>1,800.00</u>	\$ 14,714.78
Loan payable (see note 1)		73,500.00
Capital Stock:		
Authorized: 6,000,000 shares of \$1.00 each		
Issued and fully paid: 1,962,001 shares	\$1,962,001.00	
Less: Discount on shares	<u>1,717,589.42</u>	
	244,411.58	
Contributed surplus	<u>589,572.55</u>	
	833,984.13	
Deficit	<u>124,325.79</u>	709,658.34
		<u>\$797,873.12</u>

Note 1 - Repayment of this loan is to be made from
50% of the operating profit after commencement
of production.

"C.H.Walker"

Approved on behalf of the Board

Director

"E.D.Hinch"

Director

GENEX MINES LIMITED

Deferred Exploration and Administration
Expenditures for the ten months ended
October 31, 1961

Exploration and Development

Mining Claims - Hess Township

Camp protection	\$ 1,483.80	
Unemployment insurance	23.76	
Acreage taxes	<u>88.04</u>	
	1,595.60	
Balance, December 31, 1960	<u>188,298.61</u>	\$189,894.21

Head Office

Directors' Fees	100.00	
Management, Accounting and Secretarial	1,350.00	
Share issue expense	1,332.56	
Audit fee	125.00	
Ontario Corporation tax	20.00	
Bank charges	11.65	
Shareholders' meetings and reports	344.34	
Filing fee	<u>30.00</u>	
	3,313.55	
Balance December 31, 1960	<u>136,096.80</u>	139,410.35

Total, as per Balance Sheet \$329,304.56

Statement of Deficit

as at October 31, 1961

Balance, December 31, 1960, unchanged

\$124,325.79

Certified correct

"C.H.Walker"

Director

"E.D.Hinch"

Director

GENEX MINES LIMITED

Statement of Source and Application of Funds
for the period from January 1, 1961 to
November 20, 1961

Cash in bank, January 1, 1961

\$ 529.57

Source of Funds

Advance by associated company	\$1,800.00	
Advance by shareholder	<u>2,000.00</u>	
		<u>3,800.00</u>
		4,329.57

Application of Funds

Exploration and Development Expenses	\$1,595.60	
Administration Expenses	1,486.65	
Prepaid Expenses	81.00	
Accounts Payable	279.20	
On account of advance from associated company	400.00	
Advance to a mining company	<u>1,000.00</u>	
		<u>4,842.45</u>
Bank Overdraft		\$ 512.88

Certified correct

"C.H.Walker"

Director

"E.D.Hinch"

Director

Material changes in Balance Sheet
since October 31, 1961ASSETS

Add advance to a mining company	\$ 1,000.00
---------------------------------	-------------

LIABILITIES

Accounts Payable, October 31, 1961	\$ 2,015.45	
Deduct remittances	<u>213.55</u>	\$ 1,801.90
Advance by shareholder, October 31, 1961	10,000.00	
Additional	<u>2,000.00</u>	12,000.00
Advance by associated company		
October 31, 1961	1,800.00	
Deduct remittance	<u>400.00</u>	1,400.00
Bank Overdraft	899.33	
<u>Disbursements</u>		
Accounts Payable	\$ 213.55	
Advance to associated company	400.00	
Advance to a mining company		
(see above)	<u>1,000.00</u>	
	1,613.55	
	2,512.88	
Receipt - advance by shareholder	<u>2,000.00</u>	<u>512.88</u>
Balance, November 20, 1961		<u>\$15,714.78</u>

Certified correct

"C.H. Walker"

Director

"F.D. Hinch"

Director

ENGINEERS' REPORTS

Note - The following are excerpts from a report by J.P. Sheridan, P. Eng. dated November 20th, 1961, on the company's mining claims located in Dufresnoy Township, Quebec. A complete copy of the report is on file with the Toronto Stock Exchange.

Conclusions

Geologically the rocks that underlie this property can be considered favourable for ore deposition as they are believed similar to the host rocks known to contain economic deposits in the general area.

This favourable geologic environment of the property plus its proximity to newly discovered ore zones on the Lake Dufault property makes it attractive for exploration for base metal deposits.

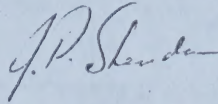
Recommendations

To further explore the potential of this property, it is recommended that the following investigations be made:

1. A comprehensive review of all known data, including all the previous work in the area, at an estimated cost of \$1,500.00.
2. Detailed ground geophysical coverage, including electromagnetic and magnetic surveys, at an estimated combined cost of \$6,000.00.
3. Contingent on the results obtained in the geological and geophysical investigations

further exploratory investigations by diamond drilling at an estimated cost of \$5.00 per foot might be warranted. This estimated cost includes drilling, engineering, supervision and all associated expenses.

All of which is respectfully submitted,



J. P. Sheridan, P.Eng.

OFFICE: EM. 3-3933
RES.: HU. 1-1265

SUITE 602
121 RICHMOND ST. W., TORONTO

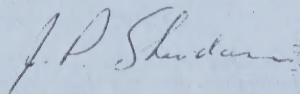
J. P. Sheridan, P. Eng.
MINING GEOPHYSICIST

C E R T I F I C A T E

I, JOHN PATRICK SHERIDAN, of the City of Toronto, in the County of York and Province of Ontario, hereby certify:

1. That I am registered as a Mining Engineer with the Association of Professional Engineers in the Province of Ontario and the Association of Professional Engineers in the Province of Manitoba. I reside at 120 Broadway Avenue, Toronto, Ontario.
2. That I am a graduate of the University of Toronto with a B.A.Sc. degree and that I have been actively practising my profession for the past six years.
3. That I have no direct or indirect interest in any shares or claims of Genex Mines Limited, nor do I expect to receive any direct or indirect interest in the property.
4. That the accompanying report is based on a study of information available on the property in question.

DATED this 20th day of November, 1961.



J. P. Sheridan B.A.Sc. P.Eng.

10. Brief statement of company's chief development work during past year.	Due to lack of funds the Company has performed no work on its property during the past year.										
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not Applicable.										
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not Applicable.										
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	450,000 shares are held in escrow by the Chartered Trust Company subject to release on consent of the Toronto Stock Exchange.										
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	W.J. Lawson & Company, 9 Adelaide Street East, Toronto, owns a greater than a 5% interest in escrow shares.										
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table> <tr> <td>W.J. Lawson & Co. 9 Adelaide Street East, Toronto</td><td>475,000 shares (of which 450,000 escrowed)</td></tr> <tr> <td>Vaughan Securities Limited, P.O. Box 700, Thornhill, Ontario</td><td>206,500 shares</td></tr> <tr> <td>R.H. Scarlett & Co. 11 Adelaide Street West, Toronto</td><td>195,754 shares</td></tr> <tr> <td>James Richardson & Sons, 173 Portage Avenue East, Winnipeg</td><td>67,548 shares</td></tr> <tr> <td>Ross Knowles & Co. Ltd. 25 Adelaide Street West, Toronto</td><td>46,676 shares</td></tr> </table> <p>The Company is not aware of the beneficial ownership of shares shown above other than the shares of Vaughan Securities Limited which are beneficially owned by it.</p>	W.J. Lawson & Co. 9 Adelaide Street East, Toronto	475,000 shares (of which 450,000 escrowed)	Vaughan Securities Limited, P.O. Box 700, Thornhill, Ontario	206,500 shares	R.H. Scarlett & Co. 11 Adelaide Street West, Toronto	195,754 shares	James Richardson & Sons, 173 Portage Avenue East, Winnipeg	67,548 shares	Ross Knowles & Co. Ltd. 25 Adelaide Street West, Toronto	46,676 shares
W.J. Lawson & Co. 9 Adelaide Street East, Toronto	475,000 shares (of which 450,000 escrowed)										
Vaughan Securities Limited, P.O. Box 700, Thornhill, Ontario	206,500 shares										
R.H. Scarlett & Co. 11 Adelaide Street West, Toronto	195,754 shares										
James Richardson & Sons, 173 Portage Avenue East, Winnipeg	67,548 shares										
Ross Knowles & Co. Ltd. 25 Adelaide Street West, Toronto	46,676 shares										
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	No person has shareholdings sufficient to effect control of the Company, but Mr. W.J. Lawson, Maple, Ontario, if able to obtain proxies from the larger shareholders, is in a position to effect control of the Company.										
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<p>Bidcop Mines Limited - 650,000 shares - Market Value \$58,500.00 Book Value \$28,442.60</p>										
18. Brief statement of any lawsuits pending or in process against company or its properties.	NIL										
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	NIL										
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>On the 30th day of October 1961, the Company acquired by purchase 9 unpatented mining claims in the Dufresnoy Township in the Province of Quebec from W.J. Dransfield, Rouyn, Quebec, for the sum of \$10,000.00.</p> <p>No shares of the Company are at present in the course of primary distribution to the public. However, when the shares underwritten are taken up the shares of the Company will then be in primary distribution to the public.</p>										

CERTIFICATE OF THE COMPANY

DATED November 21st, 1961.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"C.H. Walker"

"E.D. Hinch"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"R.H. Scarlett"

R. H. SCARLETT & CO. LTD.